

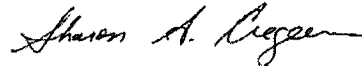
**EASTON SENIOR CENTER
ADVISORY BOARD MEETING**

Tuesday, July 14 at 4:00 p.m.

EASTON SENIOR CENTER

A G E N D A

1. Discussion of upcoming Fundraiser and assignment to Fundraising Teams.
2. Review revised bylaws and discuss changes.
3. Old business
4. Adjournment



Sharon A. Cregeen
Chairperson
July 14, 2015

**AMENDED AND RESTATED BY-LAWS
OF THE ADVISORY BOARD FOR EASTON SENIOR CENTER**

**ARTICLE I
NAME**

Section 1.1. Name. The Board will be known as The Advisory Board for Easton Senior Center.

**ARTICLE II
PURPOSES**

Section 2.1. General Purposes. The general purposes of the Board are to oversee the operation, function and maintenance of the Easton Senior Center presently located at 650 Morehouse Road, Easton, Connecticut.

Section 2.2. Specific Purposes. The specific purposes of the Board, without limitation on its powers, may include, but are not restricted to:

Assist the Director and other staff for the Center in operating and maintaining the Center; set policy as to types of programs at the Center to aid in the preparation of the Center's budget and to develop and manage fundraising activities and to recommend the selection of a paid director and other staff for said Center.

**ARTICLE III
MEMBERSHIP**

Section 3.1. The Board of Selectmen of the Town of Easton shall select a Board of not more than twelve (12) members nor less than nine (9) members.

**ARTICLE IV
BOARD MEMBERS**

Section 4.1. General Powers. The direction and management of the affairs of the Advisory Board shall be vested in its Board Members. The Easton Board of Finance shall direct the expenditure of all budget items. Control and disposal of all funds raised by the Advisory Board/ Easton Senior Center, Inc. for Easton Senior Center shall be vested in the Advisory Board/ Easton Senior Center, Inc.

Section 4.2. Terms of Office. Board Members appointed thereafter shall serve for a term of three (3) years and shall remain divided into three (3) such classes which are to serve

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staggered three (3) year terms. Each such class shall be comprised of those Members whose terms expire in the same year. There shall be no limit on the number of terms a Member may serve.

Section 4.3. Resignation. Any Member may resign at any time by giving thirty (30) days written notice of such resignation to the Advisory Board through the Secretary.

Section 4.4. Vacancies. When any vacancy occurs in the Advisory Board, the Secretary shall notify the Board of Selectmen.

ARTICLE V
MEETINGS OF BOARD MEMBERS

Section 5.1. Annual Meetings. The annual meeting of the Advisory Board shall be held on the second Tuesday of April of each year, at such time and place as the Board may direct by resolution. If the annual meeting is not held on the second Tuesday of April of a given year, a substitute annual meeting shall be called by or at the request of the Board of Directors for a date as soon thereafter as practicable and such meeting shall be designated and treated for all purposes as the annual meeting for that year.

Section 5.2. Regular Meetings. Four or more regular business meetings of the Advisory Board shall be held annually on dates determined by resolution of the Board.

Section 5.3. Special Meetings. Special meetings of the Advisory Board may be called by or at the request of the Chairman or any three (3) Members.

Section 5.4. Place of Meetings. The annual, regular or any special meeting of the Advisory Board may be held at 650 Morehouse Road or any such other place within the Town of Easton, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Advisory Board then in office.

Section 5.5. Notice of Meetings. Notices of any meeting shall be published as required by law and local ordinances of the Town of Easton and pursuant to the statutory requirements of Town Law and the Freedom of Information Act. The Secretary shall give notice of each annual and regular meeting of the Advisory Board by transmitting such notice to each Member by either (a) mail or other delivery at his or her home address, (b) e-mail to his or her designated e-mail address or c) facsimile to his or her designated facsimile number at least five (5) days before the annual or regular meeting and pursuant to the statutory requirements of Town Law and the Freedom of Information Act; unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Advisory Board.

Section 5.6. Quorum. A majority of the Board Members then in office shall constitute a quorum for the transaction of any business at any meeting of the Advisory Board.

Section 5.7. Manner of Acting. Except as otherwise provided by law or in these

By-Laws, the act of the majority of the Members present and voting at a meeting at which a quorum is present shall be the act of the Advisory Board. For the purpose of these By-Laws, although not physically present, a member shall be deemed to be present and in attendance at a meeting if that director can communicate simultaneously with the other directors engaged in such meeting whether by telephone, or other teleconference capability.

ARTICLE VI OFFICERS

Section 6.1. Titles. The officers shall be a Chairman, a Vice-Chairman, a Secretary and, if so desired, other officers determined by resolution of the Board Members. Any two or more offices, may be held by the same person, except the offices of Chairman and Secretary.

6.1. (a) The Treasurer of the Easton Senior Citizens Center, Inc. shall sit as the Ex Officio Treasurer of the Advisory Board for the Easton Senior Center only in relation to funds raised by the Advisory Board for the Easton Senior Center. These funds specifically exclude all Budget Items for the Town of Easton.

Section 6.2. Election and Term. The officers of the Advisory Board shall be elected by the Advisory Board from among their number at the organizational meeting and each annual meeting thereafter. Each officer shall hold office until the next annual meeting or until his or her successor is elected and qualifies.

Section 6.3. Vacancies. A vacancy in any office of the Advisory Board shall be filled promptly.

Section 6.4. Chairman. The Chairman shall be the chief executive officer of the Advisory Board and, subject to the control of the Advisory Board Members, shall supervise and control the management of the Advisory Board in accordance with these By-Laws. The Chairman shall preside at all meetings of the Advisory Board. He or she shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the Advisory Board, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Advisory Board to some other officer or agent. In general, the Chairman shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Advisory Board from time to time.

Section 6.5. Vice-Chairman. The Vice-Chairman shall exercise the powers of the Chairman during that officer's absence or inability to act. Any action taken by the Vice-Chairman in the performance of the duties of the Chairman shall be presumptive evidence of the absence or inability to act of the Chairman at the time such action was taken. The Vice-Chairman shall have such other powers and perform such other duties as may be

assigned to him or her by the Advisory Board.

Section 6.6. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Advisory Board and committees and shall have general charge of the corporate books and records. The Secretary shall give all notices required by law and these By-Laws and shall sign such instruments as may require his or her signature and, in general, shall perform all duties incident to the Office of Secretary and such other duties as may be assigned to him or her from time to time by the Chairman or by the Advisory Board.

Section 6.7. Ex Officio. The Treasurer of the Easton Senior Citizens Center, Inc. shall have custody of all funds and securities raised through the efforts of the Advisory Board. These funds specifically exclude any and all Budget Items funded by the Town of Easton.

The Treasurer of the Easton Senior Citizens Center, Inc. shall receive, deposit, or disburse these funds under the direction of the Advisory Board, provided, however, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred.

ARTICLE VII COMMITTEES

Section 7.1. Executive Committee. All of the authority and powers of the Advisory Board in the management of the Board during intervals between meetings thereof, shall be vested in an Executive Committee composed of the Chairman and at least two (2) other directors elected by the Advisory Board from among their number at the organizational meeting and each annual meeting thereafter by the affirmative vote of the Board Members present and voting. The two (2) candidates, or the total number if more members are designated by resolution of the Board Members to comprise the Executive Committee, are those receiving the highest number of votes cast and the Chairman. The Executive Committee and each Member so elected shall hold such position until the next annual meeting or until his or her successor is elected and qualifies. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the Advisory Board.

Section 7.2. Standing Committees. At the organizational meeting and each annual meeting thereafter, the Chairman shall nominate members who shall be elected by a majority vote of the Members present and voting to serve for one year or until their successors are elected on the following committees which shall not have or exercise the general authority of the Board in the management of the Corporation, but shall advise the Board Members and the Executive Committee and shall have the general duties indicated and such other duties as delineated by resolution of the Board Members:

- a. Fund Raising. The Fund Raising Committee shall propose and coordinate the

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fund raising activities of the Advisory Board to conduct, promote and sponsor events.

Section 7.3. Other Committees. Other committees not having and exercising the general authority of the Advisory Board Members in the management of the Board may be designated, its members appointed and its authority delineated by a resolution adopted by majority of the directors present and voting.

Section 7.4. Vacancies. Vacancies in the membership of a committee, other than the Executive Committee, shall be filled by appointment made in the same manner as provided in the case of the original appointment.

**ARTICLE VIII
GENERAL PROVISIONS**

Section 8.1. Waiver of Notice. Whenever notice is required to be given to any Director or other person under the provisions of these By-Laws or by applicable law, a written waiver of such notice signed by the person or persons entitled to such notice, whether before or after the stated time shall be equivalent to the giving of such notice. Facsimile notice shall be as valid as the original.

Section 8.2. Fiscal Year. The fiscal year of the Advisory Board shall be the calendar year ending on June 30 of each year as governed by the Town of Easton.

Section 8.4. Amendments. These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of at least seven (7) of the Members then in office at any annual, regular or special meeting of the Advisory Board; provided, however, that notice of such proposed action shall have been announced at a previous meeting and shall have been

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included in the notice of the meeting or shall have been waived as provided in these By-Laws.

Dated at Easton, Connecticut this _____ day of 2007.

Janet Gordon
Chairman

CERTIFICATION

I hereby certify that the foregoing is a correct and accurate copy of the By-Laws of The Advisory Board of the Easton Senior Center adopted and ratified by resolution of Board Members on _____, 2007 which have not been amended or modified and are now in full force and effect.

Dated at Easton, Connecticut this _____ day of 2007.

ATTEST:

, Secretary
The Advisory Board of the Easton Senior Center

**AMENDED AND RESTATED BY-LAWS
OF THE ADVISORY BOARD FOR THE EASTON SENIOR CENTER**

**ARTICLE I
NAME**

Section 1.1. Name. The Board will be known as The Advisory Board for Easton Senior Center.

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PURPOSES**

Section 2.1. General Purposes. The general purposes of the Board are to oversee the operation, function and maintenance of the Easton Senior Center presently located at 650 Morehouse Road, Easton, Connecticut.

Section 2.2. Specific Purposes. The specific purposes of the Board, without limitation on its powers, may include, but are not restricted to:

Assist the Director and other staff for the Center in operating and maintaining the Center. Set policy as to types of programs at the Center to aid in the preparation of the Center's budget and to develop and manage fundraising activities and to recommend the selection of a paid director and other staff for said Center.

**ARTICLE III
MEMBERSHIP**

Section 3.1. The Board of Selectmen of the Town of Easton shall select a Board of not more than ten(10)members nor less than five (5) members.

**ARTICLE IV
BOARD MEMBERS**

Section 4.1. General Powers. The direction and management of the affairs of the Advisory Board shall be vested in its Board Members. The Easton Board of Finance shall direct the expenditure of all budget items.

Section 4.2. Number. There shall be no more than ten (10)members nor less than five (5) members who will serve as the Advisory Board for the Easton Senior Center.

Section 4.3. Terms of Office. Board Members appointed thereafter shall serve for a term of three (3) years and shall remain divided into three (3) such classes which are to serve staggered three (3) year terms. Each such class shall be comprised of those Members whose terms expire in the same year. There shall be no limit on the number of terms a Member may serve.

Section 4.4. Resignation. Any Member may resign at any time by giving thirty (30) days written notice of such resignation to the Advisory Board through the Secretary.

Section 4.5. Vacancies. When any vacancy occurs in the Advisory Board, the Secretary shall notify the Board of Selectmen.

ARTICLE V

MEETINGS OF BOARD MEMBERS

Section 5.1. Annual Meetings. The annual meeting of the Advisory Board shall be held on the second Tuesday of February of each year, at such time and place as the Board may direct by resolution. If the annual meeting is not held on the second Tuesday of February of a given year, a substitute annual meeting shall be called by or at the request of the Advisory Board for a date as soon thereafter as practicable and such meeting shall be designated and treated for all purposes as the annual meeting for that year.

Section 5.2. Regular Meetings. Six or more regular business meetings of the Advisory Board shall be held annually on dates determined by resolution of the Board.

Section 5.3. Special Meetings. Special meetings of the Advisory Board may be called by or at the request of the Chairman or any three (3) Members.

Section 5.4. Place of Meetings. The annual, regular or any special meeting of the Advisory Board may be held at 650 Morehouse Road or any such other place within the Town of Easton, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Advisory Board then in office.

Section 5.5. Notice of Meetings. Notices of any meeting shall be published as required by law and local ordinances of the Town of Easton and pursuant to the statutory requirements of Town Law and the Freedom of Information Act. The Secretary shall give notice of each annual and regular meeting of the Advisory Board by transmitting such notice to each Member by either (a) mail or other delivery at his or her home address, (b) e-mail to his or her designated e-mail address or c) facsimile to his or her designated facsimile number at least three (3) days before the annual or regular meeting and pursuant to the statutory requirements of Town Law and the Freedom of Information Act; unless otherwise indicated in the notice thereof, of any and all business that may be transacted at a meeting of the Advisory Board.

Section 5.6. Quorum. A majority of the Board Members then in office shall constitute a quorum for the transaction of any business at any meeting of the Advisory Board.

Section 5.7. Manner of Acting. Except as otherwise provided by law or in these By-Laws, the act of the majority of the Members present and voting at a meeting at which a quorum is present shall be the act of the Advisory Board. For the purpose of these By-Laws, although not physically present, a member shall be deemed to be present and in attendance at a meeting if that Member of the Advisory Board can communicate simultaneously with the other Members engaged in such meeting whether by telephone, or other teleconference capability.

ARTICLE VI

OFFICERS

Section 6.1. Titles. The officers shall be a Chairman, a Vice-Chairman, a Secretary and, if so desired, other officers determined by resolution of the Board Members. Any two or more offices, may be held by the same person, except the offices of Chairman and Secretary.

Section 6.1. Election and Term. The officers of the Advisory Board shall be elected by the Advisory Board from among their number at the organizational meeting and each annual meeting thereafter. Each officer shall hold office until the next annual meeting or until his or her successor is elected and qualifies.

Section 6.2. Vacancies. A vacancy in any office of the Advisory Board shall be filled promptly.

Section 6.3. Chairman. The Chairman shall be the chief executive officer of the Advisory Board and, subject to the control of the Advisory Board Members, shall supervise and control the management of the Advisory Board in accordance with these By-Laws. The Chairman shall preside at all meetings of the Advisory Board. He or she shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the Advisory Board, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Advisory Board to some other officer or agent. In general, the Chairman shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Advisory Board from time to time.

Section 6.4. Vice-Chairman. The Vice-Chairman shall exercise the powers of the Chairman during that officer's absence or inability to act. Any action taken by the Vice-Chairman in the performance of the duties of the Chairman shall be presumptive evidence of the absence or inability to act of the Chairman at the time such action was taken. The Vice-Chairman shall have such other powers and perform such other duties as may be assigned to him or her by the Advisory Board.

Section 6.5. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Advisory Board and committees and shall have general charge

of the records. The Secretary shall give all notices required by law and these By-Laws and shall sign such instruments as may require his or her signature and, in general, shall perform all duties incident to the Office of Secretary and such other duties as may be assigned to him or her from time to time by the Chairman or by the Advisory Board.

ARTICLE VII GENERAL PROVISIONS

Section 7.1. Waiver of Notice. Whenever notice is required to be given to any Director or other person under the provisions of these By-Laws or by applicable law, a written waiver of such notice signed by the person or persons entitled to such notice, whether before or after the stated time shall be equivalent to the giving of such notice. Facsimile or E-mail notice shall be as valid as the original.

Section 7.2. Fiscal Year. The fiscal year of the Advisory Board shall be the calendar year ending on June 30 of each year as governed by the Town of Easton.

Section 7.3. Amendments. These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a majority of the Members then in office at any annual, regular or special meeting of the Advisory Board; provided, however, that notice of such proposed action shall have been announced at a previous meeting and shall have been included in the notice of the meeting or shall have been waived as provided in these By-Laws.

Dated at Easton, Connecticut this day of , 2015.

Sharon A. Cregeen-Chairman

CERTIFICATION

I hereby certify that the foregoing is a correct and accurate copy of the By-Laws of The Advisory Board of the Easton Senior Center adopted and ratified by resolution of Board Members on _____ which have not been amended or modified and are now in full force and effect.

Dated at Easton, Connecticut this _____ day of _____, 2015.

ATTEST:

Prabha Gupta, Secretary
The Advisory Board of the Easton Senior Center